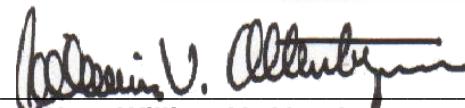




THIS ORDER IS SIGNED AND ENTERED.

Dated: March 24, 2017


Hon. William V. Altenberger
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

In re:	§	Chapter 11
CAPITOL LAKES, INC.,	§	Case No. 16-10158
Reorganized Debtor. ¹	§	Hon. William V. Altenberger

**ORDER APPROVING SECOND INTERIM AND FINAL APPLICATION OF ALVAREZ
& MARSAL HEALTHCARE INDUSTRY GROUP, LLC AND ALVAREZ & MARSAL
VALUATION SERVICES, LLC, AS FINANCIAL ADVISOR AND VALUATION
EXPERT TO THE DEBTOR, FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED DURING THE PERIOD
JANUARY 20, 2016 THROUGH DECEMBER 8, 2016**

Upon the application (the “Application”)² of Alvarez & Marsal Healthcare Industry Group, LLC, Alvarez & Marsal Valuation Services, LLC and each of their wholly owned subsidiaries, independent contractors, and employees of its affiliates (all of which are wholly-owned by its parent company and employees) (collectively, “A&M”), as financial advisor and valuation expert to the above-captioned reorganized debtor (the “Debtor”), pursuant to sections

¹ The reorganized debtor in this chapter 11 case, along with the last four (4) digits of its taxpayer identification number, is: Capitol Lakes, Inc. (2320). The mailing address of the reorganized debtor, solely for purposes of notices and communications, is: 333 W. Main Street, Madison, WI 53703.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, seeking (i) final allowance and payment of compensation for professional services rendered by A&M totaling \$54,843.12 for the period from July 1, 2016 through and including December 8, 2016 (the “Second Interim Period”); (ii) final allowance and payment of the Reduced Holdback in the amount of \$38,747.50 related to the period from January 20, 2016 to June 30, 2016 (the “First Interim Period”); and (iii) final allowance of \$1,042,488.62 in fees and \$24,852.04 in expenses for a total award of \$1,067,340.66 for the period from January 20, 2016 to December 8, 2016 (the “Final Period”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the necessary parties; and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED THAT:

1. The Application is approved.
2. The fees and expenses requested in the Application are allowed on a final basis in the aggregate amount of \$1,042,488.62 for payment of compensation and \$24,852.04 for reimbursement of expenses incurred by A&M as financial advisor and valuation expert to the Debtor during the Final Period.
3. The Debtor is authorized and directed to pay A&M the amount of \$93,590.62 representing A&M’s approved fees for the Second Interim Period and the Reduced Holdback.

4. The Debtor is authorized and directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

5. Notwithstanding Bankruptcy Rule 6004, this Order shall be immediately effective and enforceable upon its entry, and the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and enforcement of this Order.

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